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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

PUBLIC EMPLOYEES' RETIREMENT
ASSOCIATION OF COLORADO, TENNESSEE
CONSOLIDATED RETIREMENT SYSTEM,
SJUNDE AP-FONDEN, FJÄRDE AP-FONDEN,
PENSIONS KASSERNES ADMINISTRATION A/S,
Individually and On Behalf of All Others Similarly
Situated,

Plaintiffs,

v.

CITIGROUP INC., CHARLES O. PRINCE, SALLIE L.
KRAWCHECK, GARY L. CRITTENDEN, TODD S.
THOMSON, ROBERT DRUSKIN, THOMAS G.
MAHERAS, MICHAEL STUART KLEIN, DAVID C.
BUSHNELL, JOHN C. GERSPACH, STEPHEN R.
VOLK, GEORGE DAVID and KPMG LLP,

Defendants.

ECF Case

No. 08-CV-0135 (SHS)

**JOINT STIPULATION AND
~~PROPOSED~~ ORDER**

Plaintiffs Public Employees' Retirement Association of Colorado, Tennessee

Consolidated Retirement System, Sjunde AP-Fonden, Fjärde AP-Fonden, and Pensionskassernes
Administration A/S and Defendants Citigroup Inc., Charles O. Prince, Sallie L. Krawcheck, Gary
L. Crittenden, Todd S. Thomson, Robert Druskin, Thomas G. Maheras, Michael Stuart Klein,
David C. Bushnell, John C. Gerspach, Stephen R. Volk, George David, and KPMG LLP
stipulate as follows:

1. At Defendants' request, the parties have agreed that Defendants' time to respond
to (a) Plaintiffs' Motion to Require Related Parties to Preserve Documents and Other Evidence
(the "Document Preservation Motion") and (b) Plaintiffs' Motion for an Order Partially Lifting
the Private Securities Litigation Reform Act Discovery Stay (the "Discovery Stay Motion") shall

be adjourned pending the resolution of Plaintiffs' Motion for Consolidation, Appointment as Lead Plaintiffs, and Approval of Co-Lead Counsel (the "Lead Plaintiff Motion").

2. Immediately following the resolution of the Lead Plaintiff Motion, the parties will confer in good faith on a schedule for the filing of any responses and replies on the Document Preservation Motion and the Discovery Stay Motion.

3. This Stipulation and ~~Proposed~~ Order supersedes only paragraphs 3 and 4 of the Stipulation entered by the parties on January 28, 2008. The other terms of that January 28 Stipulation continue to constitute an agreement among the parties.

Dated: New York, New York
February 22, 2008


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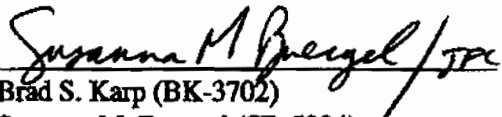
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SO ORDERED: 2/27/08

Sidney H. Stein
Hon. Sidney H. Stein, U.S.D.J. m